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DECLARATION
and
POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled: Food Supplement for Increasing Lean Mass and Strength, the specification of which

is attached hereto.

was filed on _____ as application serial no. _____

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations, §1.56(a).

I hereby claim U.S. provisional application or foreign priority benefits under Title 35, United States Code, §119 of any U.S. provisional applications or any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

Prior U.S. Provisional or Foreign Application(s)				
			Priority Claimed	
Number	Country	Day/Month/Year Filed	Yes	No

I hereby claim the benefit under Title 35, United States Code, §120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, §112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulation, §1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

09/420,439 (Application Serial No.)	October 18, 1999 (Filing Date)	Pending (Status) (patented, pending, abandoned)
		(Status) (patented, pending, abandoned)

I hereby appoint Holly D. Kozlowski, Registration No. 30,468; Ronald J. Snyder, Registration No. 31,062; James D. Liles, Registration No. 28,320; Lynda E. Roesch, Registration No. 29,696; Phillip A. Rotman II, Registration No. 38,290; Martin J. Miller, Registration No. 35,953; Victor C. Moreno, Registration No. 40,732; Jackie A. Zurcher, Registration No. 42,251; John V. Harmeyer, Registration No. 41,815; Scott N. Barker, Registration No. 42,292; and Geoffrey L. Oberhaus, Registration No. 42,955, my attorneys, c/o Dinsmore & Shohl LLP, 1900 Chemed Center, 255 East Fifth Street, Cincinnati, Ohio 45202 (513) 977-8200, with full power in each of them, of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

The undersigned hereby authorizes the above-named U.S. attorneys to accept and follow instructions from Bereskin & Parr as to any action to be taken in the Patent and Trademark Office regarding this application without direct communication between the undersigned and the aforementioned U.S. attorneys. In the event of a change in the firm or persons from whom instructions may be taken, the aforementioned U.S. attorneys will be so notified in writing by the undersigned.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole or first inventor: Paul T. Gardiner

Inventor's signature

Date

Residence: 6-295 Queen Street East, Suite 410; Brampton, Ontario L6W-4S6; Canada

Citizenship: Canadian

Post Office Address: 6-295 Queen Street East, Suite 410; Brampton, Ontario L6W-4S6; Canada

505088.01

Full name of second inventor: Derek E. Woodgate

Inventor's signature _____ Date _____

Residence: 14 Langford Ct., Brampton, Ontario L6W 4K4; Canada

Citizenship: Canada

Post Office Address: 14 Langford Ct., Brampton, Ontario L6W 4K4; Canada

Full name of third inventor: Mark S. Gilbert

Inventor's signature _____ Date _____

Residence: 1432 Stonebrook Trail, Oakville, Ontario L6M 2P4; Canada

Citizenship: Canada

Post Office Address: 1432 Stonebrook Trail, Oakville, Ontario L6M 2P4; Canada

Full name of fourth inventor: Robert W. Thoburn

Inventor's signature Robert W. Thoburn Date Jan. 19/2000

Date

Residence: 702-159 Frederick St., Toronto, Ontario M5A 4P1; Canada

Citizenship: Canada

Post Office Address: 702-159 Frederick St., Toronto, Ontario M5A 4P1; Canada

Attorney's Docket No.: _____

Applicant or Patentee: Paul T. Gardiner, Derek E. Woodgate, Mark S. Gilbert, Robert W. Thoburn

Serial or Patent No.: _____

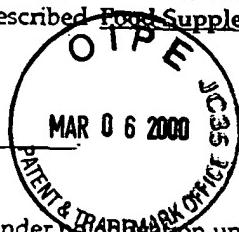
Filed or Issued: _____

For: Food Supplement For Increasing Lean Mass and Strength

VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY STATUS
 (37 CFR 1.9(f) and 1.27(b)) - INDEPENDENT INVENTOR

As a below named inventor, I hereby declare that I qualify as an independent inventor as defined in 37 CFR 1.9(c) for purposes of paying reduced fees under section 41(a) and (b) of Title 35, United States Code, to the Patent and Trademark Office with regard to the invention entitled described Food Supplement For Increasing Lean Mass and Strength in

- the specification filed herewith
 application serial no. _____ filed _____
 patent no. _____ issued _____



I have not assigned, granted, conveyed or licensed and am under no obligation under contract or law to assign, grant, convey or license, any rights in the invention to any person who could not be classified as an independent inventor under 37 CFR 1.9(c) if that person had made the invention, or to any concern which would not qualify as a small business concern under 37 CFR 1.9(d) or a nonprofit organization under 37 CFR 1.9(e).

Each person, concern or organization to which I have assigned, granted, conveyed, or licensed or am under an obligation under contract or law to assign, grant, convey, or license any rights in the invention is listed below:

- no such person, concern, or organization
 persons, concerns or organizations listed below*

*NOTE: Separate verified statements are required from each named person, concern or organization having rights to the invention averring to their status as small entities. (37 CFR 1.27)

FULL NAME Muscletech Research and Development Inc.ADDRESS 7050 Telford Way, Unit 100, Mississauga, Ontario, L5S 1V7, Canada INDIVIDUAL SMALL BUSINESS CONCERN NONPROFIT ORGANIZATION

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 CFR 1.28(b))

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

Paul T. Gardiner
 Name of Inventor

Signature of Inventor

Date

Derek E. Woodgate
 Name of Inventor

Signature of Inventor

Date

Mark S. Gilbert
 Name of Inventor

Signature of Inventor

Date

Robert W. Thoburn
 Name of Inventor

Jan. 19/2000
 Date